

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

FILED-CLERK
U.S. DISTRICT COURT
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TEXAS-EASTERN

FAULCONER PRODUCTIONS MUSIC
CORPORATION,

Plaintiff

v.

FUNIMATION PRODUCTIONS, INC.
et. al.,

Defendants

CIVIL ACTION NO. 4:03cv400

JUDGE RICHARD A. SCHELL

consolidated with

FUNIMATION PRODUCTIONS, LTD.,

Counter-plaintiff

v.

FAULCONER PRODUCTIONS MUSIC
CORPORATION *et. al.,*

Counter-Defendants

AGREED FINAL JUDGMENT

The Court, having considered the Agreed Motion to Dismiss (the "Motion") filed by all parties in this case, civil action 4:03cv400 in the United States District Court for the Eastern District of Texas (the "Litigation") — Plaintiff Faulconer Productions Music Corporation; Defendants FUNimation Productions, Inc., FUNimation Productions, Ltd.,

FUNimation Productions Management, L.L.C., The FUNimation Management Company, L.L.C., Gen Fukunaga, Daniel Cocanougher, and Stephanie Giotes; Counter-Plaintiff FUNimation Productions, Ltd.; and Counter-Defendants Bruce Faulconer and Faulconer Productions Music Corporation [all parties listed above collectively referred to herein as the “Parties”] — and having been advised that all Parties have compromised and settled the claims between and among them and desire entry of this Agreed Final Judgment, orders as follows:

All claims of all Parties are hereby dismissed with prejudice;

Faulconer Productions Music Corporation (“FPMC”) and/or Bruce Faulconer shall continue to be entitled to receive the composer’s share of any performance royalties administered by Broadcast Music, Inc. (“BMI”) for the music that FPMC and/or Bruce Faulconer composed and delivered to FUNimation Productions, Ltd. (“FUNimation”) and/or FUNimation Productions, Inc., including specifically, but without limitation, all music which is the subject of the Litigation (the “Music”);

FUNimation and FUNimation Productions, Inc. shall not be obligated to pay any royalties for any use of the Music in any media, except the composer’s share of any television performance royalties for which FUNimation or FUNimation Productions Inc. becomes obligated to pay to BMI for broadcast by FUNimation or FUNimation Productions Inc. of the Music on a FUNimation or FUNimation Productions Inc.-owned and/or operated television broadcast network and FUNimation and/or FUNimation Productions Inc. agree to secure a license with BMI for administration of such performance royalties, or pay to FPMC or Bruce Faulconer directly the amount which would otherwise be payable to BMI;

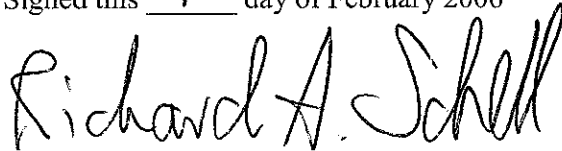
FPMC and Bruce Faulconer have acknowledged, agreed, and affirmed that FUNimation is the sole owner of any and all copyrights, rights, title, and interest in and to the Music, notwithstanding FPMC's and/or Bruce Faulconer's aforementioned composer's share of the performance royalties;

FPMC and Bruce Faulconer have assigned any interest they may have in any copyrights in the Music to FUNimation, notwithstanding FPMC's and/or Bruce Faulconer's aforementioned composer's share of the performance royalties;

FUNimation is the sole and exclusive owner of all right, title, and interest, including all copyright interests, in the Music, notwithstanding FPMC's and/or Bruce Faulconer's aforementioned composer's share of the performance royalties;

To the extent that wording of this judgment concerning the Parties' agreement conflicts with the wording of the Compromise Settlement Agreement entered into by the Parties, the Compromise Settlement Agreement will control.

Signed this 9th day of February 2006

A handwritten signature in black ink, reading "Richard A. Schell". The signature is written in a cursive, flowing style. The first name "Richard" is written with a large "R", and the last name "Schell" is written with a large "S". The middle initial "A." is written in a smaller, more compact script.

United States District Judge

AGREED:

By: _____

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AND

By: /s/ Steven Shaver

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PERMISSION TO SIGN FOR LEAD ATTORNEY

The undersigned certifies that she has permission to sign for Mr. Larry L. Fowler,
the Lead Attorney for Counter-Plaintiff and Defendants.

/s/ Amy E. Gibson

Amy E. Gibson